

DECLARATION, POWER OF ATTORNEY AND PETITION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled A SYSTEM AND METHOD OF ADVERTISER-SUBSIDIZED CUSTOMIZABLE ORDERING AND DELIVERY OF MULTIMEDIA the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. § 1.56(a).

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

PRIOR UNITED STATES APPLICATION(S)

Application Serial No.	Filing Date	Status
------------------------	-------------	--------

I hereby declare: All statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. These statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY

I appoint the following as my attorneys with full power of substitution and revocation, to prosecute this application and to transact in connection with the application all business in the Patent and Trademark Office and before competent International Authorities including the World Intellectual Property Organization; and further authorize and empower my U.S. attorneys, Oppenheimer Wolff & Donnelly LLP, to receive and act upon all instructions provided to them by me with respect to all matters relating to the filing, prosecution, abandonment, and/or issuance of the above-described U.S. patent application, including all divisional, continuing, or other related applications: and Oppenheimer Wolff & Donnelly LLP, may continue to follow all instructions received from me until notified in writing to the contrary. The authority given Oppenheimer Wolff & Donnelly is limited to the prosecution of the patent described herein and does not disqualify Oppenheimer Wolff & Donnelly to represent any party adverse to me for any matter or litigation not related to said patent.

Berman, C., Reg. 29,249
 Bobys, M., Reg. 45,267
 Bosworth, M.K., Reg. 28,186
 Bovasso, L.J., Reg. 24,075
 Boyce, J., Reg. 40,920
 Brown, M.E., Reg. 28,590
 Burton, D.L., Reg. 45,323
 Canter, B., Reg. 34,792
 Chiang, M.H., Reg. 46,618
 Chou, C., Reg. 41,672
 Coleman, B.R., Reg. 39,145
 Cullman, L.C., Reg. 39,645
 Darrow, C., Reg. 30,166
 Diepenbrock III, A.B., Reg. 39,960
 Edwards, W.G., Reg. 44,426
 Farber, M., Reg. 32,612

Guernsey, L.B., Reg. 40,008
 Guillot, R.O., Reg. 28,852
 Hamrick, C.A.S., Reg. 22,586
 Hansen, S.R., Reg. 38,486
 Harris, M.D., Reg. 26,690
 Hayden, R.D., Reg. 42,645
 Heyninck, M., Reg. 44,763
 Hickman, P.L., Reg. 28,516
 Howell, S.M., Reg. 45,929
 Hughes, M.J., Reg. 29,077
 Inskeep, J.W., Reg. 33,910
 Jastram, H.D., Reg. 19,777
 Kamrath, A., Reg. 28,227
 Kelly, S.S., Reg. 43,449
 Kennedy, B., Reg. 33,407
 Kudla, J.P., Reg. P47,724

Larson, D.N., Reg. 29,401
 Lazaris, S.J., Reg. 45,981
 Lervick, C.J., Reg. 35,244
 MacLean, K.A., Reg. 31,118
 McKinley, D., Reg. 42,867
 McRoss, L., Reg. 40,427
 Morton, C.A., Reg. 44,954
 Nader, R., Reg. P47,260
 Roberts, R.E., Reg. 38,597
 Rose, A. C., Reg. 17,047
 Rosenberg, C., Reg. 31,464
 Sherry, L., Reg. 43,918
 Smith, G.P., Reg. 20,142
 Wood, G.B., Reg. 28,133

whose address is:

OPPENHEIMER


OPPENHEIMER WOLFF & DONNELLY LLP

2029 Century Park East, Suite 3800
 Los Angeles, California 90067
 (310) 788-5000 • Fax (310) 788-5100

Address all communications and telephone calls to **Spyros J. Lazaris** of the above-listed firm at 310-788-5055 and at e-mail address SLazaris@oppenheimer.com.

Wherefore I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

Full name of sole or first inventor JAMIE ADER

Inventor's signature  Date August 1, 2001
 Residence: 1024 12th Street, #1, Santa Monica, California 90403
 Citizenship USA
 Post Office Address Same as Above

Full name of second inventor MICHAEL FORD WELLS

Inventor's signature _____ Date _____
 Residence: 1733 Gentle Breeze Lane, Encinitas, California 92024
 Citizenship USA
 Post Office Address Same as Above

Client/Matter No. 21178-NEW

DECLARATION, POWER OF ATTORNEY AND PETITION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled A SYSTEM AND METHOD OF ADVERTISER-SUBSIDIZED CUSTOMIZABLE ORDERING AND DELIVERY OF MULTIMEDIA the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. § 1.56(a).

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

PRIOR UNITED STATES APPLICATION(S)

Application Serial No.	Filing Date	Status
------------------------	-------------	--------

I hereby declare: All statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true. Those statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY

I appoint the following as my attorneys with full power of substitution and revocation, to prosecute this application and to transact in connection with the application all business in the Patent and Trademark Office and before competent International Authorities including the World Intellectual Property Organization; and further authorize and empower my U.S. attorneys, Oppenheimer Wolff & Donnelly LLP, to receive and act upon all instructions provided to them by me with respect to all matters relating to the filing, prosecution, abandonment, and/or issuance of the above-described U.S. patent application, including all divisional, continuing, or other related applications; and Oppenheimer Wolff & Donnelly LLP, may continue to follow all instructions received from me until notified in writing to the contrary. The authority given Oppenheimer Wolff & Donnelly is limited to the prosecution of the patent described herein and does not disqualify Oppenheimer Wolff & Donnelly to represent any party adverse to me for any matter or litigation not related to said patent.

Client/Matter No. 21178-NEW

Berman, C., Reg. 29249
Boby, M., Reg. 45,267
Bosworth, M.K., Reg. 28,186
Bovasso, L.J., Reg. 24,075
Boyce, J., Reg. 40,920
Brown, M.E., Reg. 28,590
Burton, D.L., Reg. 45,323
Canter, B., Reg. 34,792
Chiang, M.H., Reg. 46,618
Chou, C., Reg. 41,672
Coleman, B.R., Reg. 39,145
Cullman, I.C., Reg. 39,645
Darrow, C., Reg. 30,166
Dicpenbrock III, A.B., Reg. 39,960
Edwards, W.G., Reg. 44,426
Farber, M., Reg. 32,612

Guernsey, L.B., Reg. 40,008
Guillot, R.O., Reg. 28,852
Hamrick, C.A.S., Reg. 22,586
Hansen, S.R., Reg. 38,486
Harris, M.D., Reg. 26,690
Hayden, R.D., Reg. 42,645
Heynrick, M., Reg. 44,763
Hickman, P.L., Reg. 28,516
Howell, S.M., Reg. 45,929
Hughes, M.J., Reg. 29,077
Inskip, J.W., Reg. 33,910
Jastram, H.D., Reg. 19,777
Kamrath, A., Reg. 28,227
Kelly, S.S., Reg. 43,449
Kennedy, B., Reg. 33,407
Kudla, J.P., Reg. P47,724

Larson, D.N., Reg. 29,401
Lazaris, S.J., Reg. 45,981
Lervick, C.J., Reg. 35,244
MacLean, K.A., Reg. 31,118
McKinley, D., Reg. 42,867
McKoss, L., Reg. 40,427
Morton, C.A., Reg. 44,954
Nader, R., Reg. P47,260
Roberts, R.E., Reg. 38,597
Rose, A. C., Reg. 17,047
Rosenberg, C., Reg. 31,464
Sherry, L., Reg. 43,918
Smith, G.P., Reg. 20,142
Wood, G.B., Reg. 28,133

whose address is:

OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP
2029 Century Park East, Suite 3800
Los Angeles, California 90067
(310) 788-5000 • Fax (310) 788-5100


Address all communications and telephone calls to **Spyros J. Lazaris** of the above-listed firm at 310-788-5055 and at e-mail address SLazaris@oppenheimer.com.

Wherefore I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

Full name of sole or first inventor JAMIE ADER

Inventor's signature _____ Date _____
Residence: 1024 12th Street, #1, Santa Monica, California 90403
Citizenship: USA
Post Office Address: Same as Above

Full name of second inventor MICHAEL FORD WELLS

Inventor's signature  Date 8/1/2001
Residence: 1733 Gentle Breeze Lane, Encinitas, California 92024
Citizenship: USA
Post Office Address: Same as Above